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WRITER'S DIRECT DIAL NUMBER

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RECORDATION NO. 13858-A Filed 1425

NOV 25 1985 10 20 AM

November 25, 1985 INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Constitution Avenue and 12th Street, N.W.
Washington, D.C. 20423

Attention: Mildred Lee, Office of the
Secretary, Public Records
Section, Room 2303

No. 5-329A022
NOV 25 1985
Date
Fee \$10.00.....

Dear Ms. Lee:

ICC Washington, D. C.

Enclosed for filing and recording in your office are three (3) originally executed and notarized copies of a Bill of Sale, each of which attaches a Deed of Release, and this firm's check payable to the Interstate Commerce Commission in the amount of \$10.00. The parties to the Bill of Sale and Deed of Release are Akron & Barberton Belt Railroad Company and Consolidated Rail Corporation. The addresses of such parties are:

Consolidated Rail Corporation
1310 Six Penn Center Plaza
Philadelphia, Pennsylvania 19103

Akron & Barberton Belt Railroad Company
43 2nd Street, N.W.
Barberton, Ohio 44203

The equipment which is the subject of the Bill of Sale and Deed of Release is described in Schedule A attached thereto.

Consolidated Rail Corporation

Interstate Commerce Commission
Washington, D.C. 20423

11/25/85

OFFICE OF THE SECRETARY

Carol G. Simcox
Legal Assistant
Pepper, Hamilton & Scheetz
The Fidelity Bldg. 20th Fl.
123 S Broad St. Phila. PA. 19109

Dear Sir,

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/25/85 at 10:20am, and assigned re-recording number(s).

13828-A Released

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

BILL OF SALE

REGISTRATION NO. 13858-A Filed 11/25/85

NOV 25 1985 -10 20 AM

INTERSTATE COMMERCE COMMISSION

Consolidated Rail Corporation ("Seller"), in consideration of the terms of the Conditional Sale Agreement dated October 1, 1982, between Seller and Akron & Barberton Belt Railroad Company ("Buyer") and other good and valuable consideration, the receipt and adequacy whereof is hereby acknowledged, does hereby grant, bargain, sell, transfer, convey and set unto Buyer, all of the rights, title and interests and every claim and demand whatsoever, which Seller may now have or claim to have acquired in, the locomotives described and set forth on Schedule A hereto ("Locomotives").

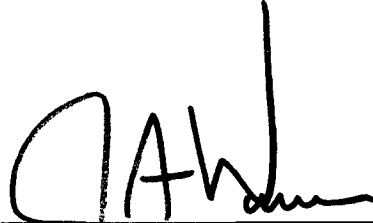
Seller represents and warrants to Buyer, its successors and assigns, that Seller has good and legal title to the Locomotives and is transferring them free of all claims, liens or encumbrances and that Seller has a lawful right to sell the Locomotives.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER EXPRESS OR IMPLIED, AND BUYER ACKNOWLEDGES THAT ALL LOCOMOTIVES ARE DELIVERED AND ACCEPTED "AS IS". FURTHERMORE, BUYER AGREES THAT SELLER MAKES NO OTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL, EQUIPMENT OR

WORKMANSHIP, IN THE LOCOMOTIVES TRANSFERRED HEREUNDER, AND SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE LOCOMOTIVES FOR ANY PARTICULAR PURPOSE, OR ANY OTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, WITH RESPECT TO THE CONDITION OF ANY LOCOMOTIVE, IT BEING AGREED THAT AS BETWEEN THE BUYER AND THE SELLER ALL SUCH RISKS SHALL BE BORNE BY THE BUYER. IN NO EVENT SHALL SELLER BE LIABLE FOR SPECIAL, CONSEQUENTIAL, INCIDENTAL OR PENAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by a duly authorized officer this 21st day of November, 1985.

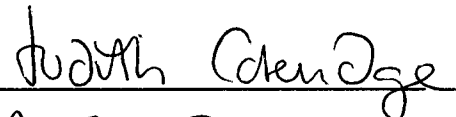
By:


John A. Warner

Title: Assistant Treasurer -
Financing

Seal:

Attest:


Asst. Secretary

Schedule A

(2) SW1500 Locomotives

Conrail
Unit Numbers

9601

9602

Akron & Barberton
Belt Railroad Company
Unit Numbers

1501

1502

DEED OF RELEASE

KNOW ALL MEN BY THESE PRESENTS, that CONSOLIDATED RAIL CORPORATION, a Pennsylvania Corporation ("Seller"), for good and valuable consideration, the receipt and adequacy whereof and hereby acknowledged, does hereby sell, release, remise, convey and quitclaim, effective as of the date hereof unto Akron and Barberton Belt Railroad Company, its successors and assigns, all of the right, title, and interest and every claim and demand whatsoever, which Seller may now have or claim to have acquired in and to the equipment identified and described in the Conditional Sale Agreement dated October 1, 1982, Interstate Commerce Commission recordation number 13828 and on the list marked Schedule A attached hereto and made a part hereof.

IN WITNESS WHEREOF, Seller has caused this Deed of Release to be executed by its duly authorized officer and its corporate seal to be affixed hereunto and attested by its Assistant Secretary this 21st day of November, 1985.

CONSOLIDATED RAIL CORPORATION

By: 

J. A. Warner

Title: Assistant Treasurer -
Financing

Attest: 

Title: Assistant Secretary

[SEAL]

Schedule A

(2) SW1500 Locomotives

Conrail
Unit Numbers

9601
9602

Akron & Barberton
Belt Railroad Company
Unit Numbers

1501
1502

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA) ss.:

On this 21st day of November, 1985, before me personally appeared John A. Warner, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer-Financing of CONSOLIDATED RAIL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Marianne C. Baker
Notary Public